

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) February 7, 2007

NetFabric Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-21419

76-0307819

(State or other jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

Three Stewart Court, Denville, NJ

07834

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code - (973) 887-2785

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17
CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

Representatives of NetFabric Holdings, Inc. (the "Company") will use
materials attached hereto as Exhibit 99.1 in investors' presentations from time
to time. The Company has also posted the presentation materials on its website
at www.netfabric.net.

The Information contained in this report on Form 8-K, including Exhibit
99.1, shall not be deemed "filed" with the Securities and Exchange Commission.

Refer to page 2 of Exhibit 99.1 for a discussion of certain
forward-looking statements included in the presentation materials. These
"forward-looking statements," which are based on management's beliefs, as well
as on a number of assumptions concerning future events and information currently
available to management. Readers are cautioned not to put undue reliance on such
forward-looking statements, which are not a guarantee of performance and are
subject to a number of uncertainties and other factors, many of which are
outside NetFabric's control that could cause actual results to differ materially
from such statements. For a more detailed description of the factors that could
cause such a difference, please see NetFabric's filings with the Securities and
Exchange Commission. NetFabric disclaims any intention or obligation to update
or revise any forward-looking statements, whether as a result of new
information, future events or otherwise. This information is presented solely to
provide additional information to further understand the results of NetFabric.

Item 9.01. Financial Statements And Exhibits

(d) Exhibits

Exhibit Number

Description

99.1

Presentation materials for investor presentation
by NetFabric Holdings, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NETFABRIC HOLDINGS, INC.

Date: February 7, 2007

By: /s/ Fahad Syed

Name: Fahad Syed
Title: Chairman and CEO

EXHIBIT INDEX

Exhibit Number	Description
99.1	Presentation materials for investor presentation by NetFabric Holdings, Inc.

NetFabric Holdings

Investor Presentation

February, 2007



Safe Harbor Statement



Certain statements made in this presentation are “forward looking statements” with the meaning of the Private Securities Litigation Reform Act of 1995. Because forward looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward looking statements. Although we believe that expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of these forward looking statements. We are under no duty to update any forward looking statements to conform such statements to actual results.

Company Overview

- Provide niche technology services to enterprise clients
- “Who’s who” of customers today from the Fortune 100 with a high degree of recurring business
- Primarily focused on large financial institutions, with growing business in pharmaceutical and hospitality verticals
- Historically organic growth of better than 26% average over the last 3 years
- Focus on relatively smaller contracts with enterprise clients

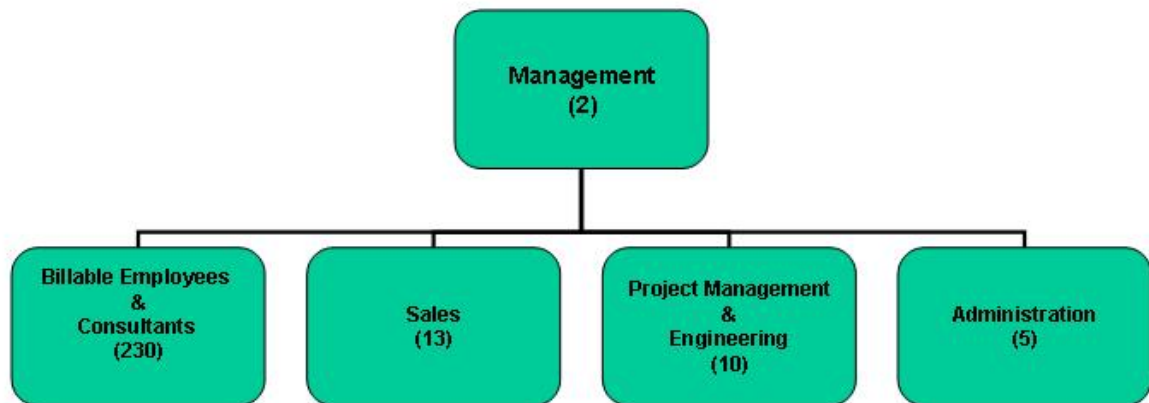
Key Facts

Symbol	NFBH
Corporate Headquarters	Denville, NJ
Stock Price (02/01/07) 52-Week Range	\$0.14 \$0.06 – 0.95
Shares Outstanding (01/31/07)	75,023,883
Market Capitalization	\$10,503,344
Volume (daily 90-day average)	5,000
Debt (01/31/07)	\$3,179,000
Revenue (12/31/06)(unaudited)	\$17,600,000
Insider Ownership	71%
Full-time Employees	120
Fiscal Year	December 31st
Accounting Firm	Goldstein Golub Kessler

Management Team and Board

- Fahad Syed
 - Chairman and CEO
- Vasan Thatham
 - Secretary and CFO
- Charlotte Denenberg
 - Director
- Joe Perno
 - Director

Our Organization



- **Employees:**
 - 120 full time
 - 140 consultants
- **Offices:**
 - Denville, NJ (headquarters)
 - St. Louis, MO
 - Pune, India

Components of Current Business

<p>Managed Services</p> <ul style="list-style-type: none">➤ Data Center management and outsourcing.<ul style="list-style-type: none">➤ Enterprise financial institutions➤ Help Desk design and operation.<ul style="list-style-type: none">➤ Mid to enterprise level clients➤ Network management.<ul style="list-style-type: none">➤ Mid to enterprise level clients	<p>Application Development</p> <ul style="list-style-type: none">➤ Website Development (Global HR site for enterprise financial firm)➤ Web based services (loans analysis module for mortgage companies)➤ Recoding of key proprietary applications (property management for hospitality vertical)➤ Onshore and offshore mixed delivery model.
<p>Infrastructure Build and Maintenance</p> <ul style="list-style-type: none">➤ Network and Desk side upgrades & migrations<ul style="list-style-type: none">➤ Multi site deployments➤ Relocated data center from multiple US and Australian locations<ul style="list-style-type: none">➤ Global financial client➤ Built and relocated data centers<ul style="list-style-type: none">➤ Enterprise level financial firms➤ Implemented solutions in FDA validated environments<ul style="list-style-type: none">➤ Global pharmaceutical firms	<p>Professional Services</p> <ul style="list-style-type: none">➤ IT professional services to Fortune 500 companies



Enterprise Customer Segments

- Financial Services
 - 15 customers
- Pharmaceutical & Healthcare
 - 5 customers
- Public Sector
 - 3 customers
- Hospitality, Media & others
 - 11 customers
- Manufacturing & Automotive
 - 4 customers

Competition & Differentiators

- Competition
 - Enterprise Level Service Providers: IBM Global Services, EDS, Infosys, Cognizant
- Our Differentiators
 - Average contract size (<\$5M) is smaller than other providers
 - Big enough to service enterprise customers, however small enough to give due attention
 - Flexible offerings, in process change in scope accommodated
 - Extremely responsive, quick turnaround & attention to detail
 - Focus on niche high value offerings, refrain from low margin commodity services typically fought for by large service providers
 - Focus on infrastructure oriented managed services long term contracts

Client A – Global Financial Services Firm

- Initial engagement: Professional Services
- Current engagements:
 - Professional Services
 - Data Center Operations Management, Rack, Stack & Cabling, Audit Services
 - Application Development & Maintenance
 - IBM Mid-range Server & UNIX Support
 - Configuration Center & Warehouse Services
 - Inventory Management & Asset Disposal

Client B – Global Bank

- Initial engagement: Data Center Outsourcing
- Current engagements:
 - Data Center Operations Management
 - Professional Services

Client C – Global Bank

- Initial engagement: Data Center Outsourcing
- Current engagements:
 - Data Center Operations Management
 - Professional Services
 - Data Center Moves
 - Web Development

Client D – Hospitality Provider

- Initial engagement: Application Maintenance
- Current engagements:
 - Application Design and Maintenance
 - Professional Services
 - Infrastructure Design and Implementation
 - Database Migration

Growth Strategy

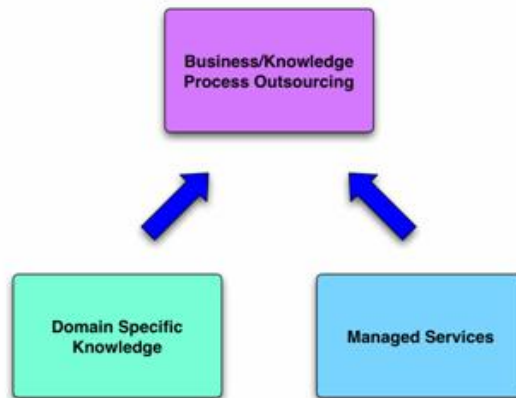
- Organic
 - Existing Enterprise Customers
 - Extend new product offerings
 - Scale up existing product lines
 - Embrace vertical focused software products for financial segment
 - Collaborate with OEM's to penetrate SMB markets
 - Acquire new enterprise accounts
 - NetFabric reduced SG&A expenses in late 2006 which will drop to operating income in 2007

Growth Strategy

- Inorganic
 - Acquire BPO & KPO companies
 - Platform acquisition with 10-20% EBITDA
 - BPO/KPO examples:, Order & Claims Processing, Customer Service, Telemarketing, Accounts & HR Back Office, Lead Generation, Credit Card Collections
 - Acquire IT and complimentary services companies
 - Around \$20M in revenue and better then \$2M in EBITDA
 - Scale current operations, improve margins and broaden customer base
 - Increase business valuation with emerging software product technologies targeted towards the financial sector
 - e.g. RFID software for asset management
- Executed an LOI, December 2006, to acquire assets of HDN

BPO & KPO Explained

- Business Process Outsourcing (BPO) and Knowledge Process Outsourcing (KPO) are high growth sectors enjoying 50%+ annual growth with healthy margins (EBITDA ~20%)
- Strong Indian ties and excellent understanding of the business practices there provide us with the right foundations for success.
- Markets are allocating high multiples to other companies in this space e.g. EXLS



Target Company Overview

Help Desk Now

- Founded in April 2000
- HQ: Greensboro, NC
- FY 2006 revenue : \$11M (unaudited)
- Operations: Canada
 - Grand Falls Windsor, Newfoundland
 - 290 seat capacity
 - Stephenville, Newfoundland
 - 50 seat capacity
 - Miramichi, New Brunswick
 - 300 seat capacity

HDN - Markets

- Computing / Technology
- Consumer Product Support
- Telecommunications
- E-Commerce
- Financial Services
- Healthcare & Insurance
- Logistics

HDN - Technology

- Hosted IVR
 - Call routing, data lookup & credit card verification
- Quality Assurance
 - E-Talk with pre-scheduling & remote access
- Workforce Management
 - IEX 3.0
- Reporting
 - Perimeter for ACD, Workforce Management Reports

HDN – Telecom Infrastructure

- Voice
 - Centrex
 - ACD voice queuing
 - Perimeter Reporting
 - PBX
 - VoIP with Softphones
 - LAN Voice over Frame Relay
- Data
 - Via Internet using SSL, VPN connections
 - Site to Site secure connections

HDN Service Capabilities



NetFabric & HDN Synergies

- Strategic move to extend outsourced offerings
- NetFabric knowledgebase and HDN physical assets & processes, add ability to provide high value niche outsourced IT services
- Adds 3 near shore contact centers enabling cross sell to existing NetFabric Fortune 100 customers
- Extends HDN ability to offer offshore services at NetFabric Pune, India location

Capitalization Table

(01/31/2007)

Equity (200,000,000 authorized)	Issued Shares	Fully Diluted
Common Stock	75,023,883	75,023,883
Warrants with an average strike price of \$0.30		9,132,687
Employee stock options with average exercise price \$0.41		7,100,085
Convertible debt:		
Conversion at \$0.91		1,648,352
Conversion at \$0.50		900,000
Total	75,023,883	93,805,007
Debt		Principal Balance
Senior convertible debt due Feb 2009, face value		\$1,500,000
Senior revolver due Feb 2009 \$1.5 M facility, face value		\$1,229,000
Private notes due April 2007, face value		\$450,000
Total		\$3,179,000

Investment Summary

- Consistent high growth, in competitive markets, is testimony to the teams ability to execute
- “Who’s who” of customers today from the Fortune 100 with a high degree of recurring business
- High customer and employee retention rate
- Rapid growth in the top and bottom line through the incorporation of new, emerging technologies in high margin products and services
- Management focus will be on growing company’s profitability by progressive movement into higher margin service areas

